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Attorneys for the Official Committee of Equity Security Holders of
 USA Capital Diversified Trust Deed Fund, LLC

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

Affects:

- ☐ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☒ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
 Case No. BK-S-06-10725-LBR

DECLARATION OF MARC A. LEVINSON IN SUPPORT OF ORRICK, HERRINGTON & SUTCLIFFE LLP'S FINAL FEE APPLICATION

Date: June 22, 2007
 Time: 9:30 a.m.
 Place: Courtroom #1

1 I, Marc A. Levinson, declare as follows:

2 1. I am a partner in the law firm of Orrick, Herrington & Sutcliffe LLP
3 (“Orrick”), and have been admitted *pro hac vice* in this case this Court. I have personal
4 knowledge of the matters stated herein, and if called as a witness, I could and would
5 competently testify with respect thereto.

6 2. Orrick was counsel to Official Committee of Equity Security Holders of USA
7 Capital Diversified Trust Deed Fund, LLC (“DTDF Committee”) until it disbanded on March
8 12, 2007, the Effective Date of the Plan. I am the Orrick partner with primary responsibility
9 for the representation of the DTDF Committee in the cases of the above-captioned debtors
10 (collectively, “Debtors”). I submit this declaration in support of Orrick, Herrington &
11 Sutcliffe LLP’s Final Fee Application (“Application”), which covers the period commencing
12 on June 1, 2006 and ending on March 12, 2007.

13 3. On May 10, 2006, the Office of the United States Trustee (“UST”) appointed
14 the DTDF Committee and three other official committees in the Debtors’ cases (collectively,
15 the “Chapter 11 Cases”). On June 1, 2006, the UST filed an amended notice of appointment
16 to the DTDF Committee. During the time that Orrick represented the DTDF Committee,
17 there were six official members of the DTDF Committee and one *ex officio* member.

18 4. On June 1, 2006, the DTDF Committee retained Orrick to serve as its counsel.

19 5. On June 12, 2006, the DTDF Committee filed its application to employ Orrick
20 and my supporting declaration [Docket No. 619]. Orrick filed my supplemental Levinson
21 declaration and my second supplemental declaration regarding Orrick’s employment on June
22 16, 2006 and August 11, 2006, respectively [Docket Nos. 693 and 1141, respectively]. On
23 June 22, 2006, this Court entered an order approving the DTDF Committee’s employment of
24 Orrick as its counsel, *nunc pro tunc* as of June 1, 2006 [Docket No. 775].

25 6. Pursuant to the Administrative Order Establishing Procedures For Interim
26 Compensation And Reimbursement Of Expenses Of Professionals (Affects All Debtors)
27 (“Interim Fee Procedures Order”), Orrick has sent monthly fee statements for each month
28 commencing with June 2006 and ending with January 2007, along with copies of its billing

1 statements for the Application Period, to the Debtors, the UST, and the other three official
2 committees.

3 7. Orrick also sent a copy of each of the monthly statements described in
4 Paragraph 7 to the Chair of the DTDF Committee, Robert G. Worthen. In addition, it sent
5 Mr. Worthen a statement for the period February 2007 through March 12, 2007. Because
6 Orrick knew that DTDF needed to husband its cash following confirmation of the Plan and
7 that Revested DTDF would need to husband its cash at the outset of its existence after the
8 Effective Date, it did not file and serve monthly fee statements for the month of February or
9 the period March 1 through 12, 2007.

10 8. On August 31, 2006, Orrick filed its First Interim Fee Application, which
11 covered the months of June and July 2007 [Docket No. 1214]. The Court's order approving
12 such application was entered on October 6, 2006. Such order approved compensation in the
13 amount of \$467,794.50 and reimbursement of expenses in the amount of \$8,173.54, for a total
14 of \$475,968.04 [Docket No. 1457].

15 9. The Application represents Orrick's final application for allowance and
16 payment of compensation for professional services rendered and reimbursement of actual and
17 necessary costs incurred on behalf of the DTDF Committee. It covers the period commencing
18 on June 1, 2006 and ending on March 12, 2007. True and correct copies of Orrick's billing
19 statements are attached hereto. Each of the billing statements reflects the invoice distributed
20 as described herein. Each was prepared under my direct supervision, and each reflects the
21 time entries made in the ordinary course of business by or at the direction of the Orrick
22 lawyers and legal assistants whose names appear in the statements. The statements attached
23 hereto are as follows:

24

Exhibit	Month/Period
A	June 2006
B	July 2006

25
26
27
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C	August 2006
D	September 2006
E	October 2006
F	November 2006
G	December 2006
H	January 2007
I	February through March 12, 2007

10. To the best of my knowledge, information and belief, the five charts attached as exhibits to the Application are true and accurate summaries of the data contained in Orrick's billing statements and in other Orrick books and records kept in the ordinary course of its business.

11. Without a request being made by any interested party, Orrick has voluntarily written off approximately \$77,000 of fees billed to this case which, in my opinion (as the billing partner), were not sufficiently necessary or productive to be passed on to the DTDF estate. The \$2,228,780.60 in total fees sought in the Application is net of the amount voluntarily written off. In addition, despite the Orrick having raised its standard billing rates by an average of approximately 6% effective January 1, 2007, no such fee increase is sought in the Application. Based on the fees for the period January 1 through March 12, 2007, such concession amounts to an additional discount of approximately \$16,600.

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12. Mindful of the limited resources in this case, Orrick has voluntarily limited its charges for travel time to and from Las Vegas and Salt Lake City to 2.5 hours each way, although such travel generally takes longer. In fact, the actual travel time is approximately 3.5 hours each way and maximum time, due to flight delays and the like, can exceed (and has exceeded) six hours. Orrick attorneys almost always work on the plane on this matter while traveling.

Executed this 26th day of April at Sacramento, California.

I declare under penalty of perjury that the foregoing is true and correct.

/s/Marc A. Levinson
 Marc A. Levinson